

B1 (Official Form 1) (12/11)

UNITED STATES BANKRUPTCY COURT Southern District of New York						VOLUNTARY PETITION	
Name of Debtor (if individual, enter Last, First, Middle): Filmed Entertainment Inc.				Name of Joint Debtor (Spouse) (Last, First, Middle):			
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names): BMG Columbia House, Bertelsmann Direct North America, Inc., Direct Group North America, Inc., and Direct Brands, Inc.				All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):			
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all): 23-2813867				Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all):			
Street Address of Debtor (No. and Street, City, and State): 2 Park Ave., 10th Floor, New York, NY <div style="text-align: right;">ZIP CODE 10016</div>				Street Address of Joint Debtor (No. and Street, City, and State): <div style="text-align: right;">ZIP CODE</div>			
County of Residence or of the Principal Place of Business: New York				County of Residence or of the Principal Place of Business:			
Mailing Address of Debtor (if different from street address): <div style="text-align: right;">ZIP CODE</div>				Mailing Address of Joint Debtor (if different from street address): <div style="text-align: right;">ZIP CODE</div>			
Location of Principal Assets of Business Debtor (if different from street address above): <div style="text-align: right;">ZIP CODE</div>							
Type of Debtor (Form of Organization) (Check one box.) <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)		Nature of Business (Check one box.) <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101(51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other		Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box.) <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13 <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding			
Chapter 15 Debtors Country of debtor's center of main interests: Each country in which a foreign proceeding by, regarding, or against debtor is pending:		Tax-Exempt Entity (Check box, if applicable.) <input type="checkbox"/> Debtor is a tax-exempt organization under title 26 of the United States Code (the Internal Revenue Code).		Nature of Debts (Check one box.) <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.			
Filing Fee (Check one box.) <input checked="" type="checkbox"/> Full Filing Fee attached. <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A. <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.				Chapter 11 Debtors Check one box: <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). Check if: <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,343,300 (<i>amount subject to adjustment on 4/01/13 and every three years thereafter</i>). ----- Check all applicable boxes: <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).			
Statistical/Administrative Information <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.							THIS SPACE IS FOR COURT USE ONLY
Estimated Number of Creditors <input type="checkbox"/> 1-49 <input type="checkbox"/> 50-99 <input type="checkbox"/> 100-199 <input checked="" type="checkbox"/> 200-999 <input type="checkbox"/> 1,000-5,000 <input type="checkbox"/> 5,001-10,000 <input type="checkbox"/> 10,001-25,000 <input type="checkbox"/> 25,001-50,000 <input type="checkbox"/> 50,001-100,000 <input type="checkbox"/> Over 100,000							
Estimated Assets <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input checked="" type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion							
Estimated Liabilities <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input checked="" type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion							

Voluntary Petition <i>(This page must be completed and filed in every case.)</i>		Name of Debtor(s): Filmed Entertainment, Inc.	
All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet.)			
Location Where Filed:	Case Number:	Date Filed:	
Location Where Filed:	Case Number:	Date Filed:	
Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet.)			
Name of Debtor:	Case Number:	Date Filed:	
District:	Relationship:	Judge:	
<div style="text-align: center;">Exhibit A</div> <p>(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)</p> <p><input type="checkbox"/> Exhibit A is attached and made a part of this petition.</p>		<div style="text-align: center;">Exhibit B</div> <p>(To be completed if debtor is an individual whose debts are primarily consumer debts.)</p> <p>I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I have delivered to the debtor the notice required by 11 U.S.C. § 342(b).</p> <p>X _____ Signature of Attorney for Debtor(s) (Date)</p>	
<div style="text-align: center;">Exhibit C</div> <p>Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?</p> <p><input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition.</p> <p><input checked="" type="checkbox"/> No.</p>			
<div style="text-align: center;">Exhibit D</div> <p>(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)</p> <p><input type="checkbox"/> Exhibit D, completed and signed by the debtor, is attached and made a part of this petition.</p> <p>If this is a joint petition:</p> <p><input type="checkbox"/> Exhibit D, also completed and signed by the joint debtor, is attached and made a part of this petition.</p>			
<div style="text-align: center;">Information Regarding the Debtor - Venue (Check any applicable box.)</div> <p><input checked="" type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.</p> <p><input type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.</p> <p><input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.</p>			
<div style="text-align: center;">Certification by a Debtor Who Resides as a Tenant of Residential Property (Check all applicable boxes.)</div> <p><input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)</p> <p style="text-align: right;">_____ (Name of landlord that obtained judgment)</p> <p style="text-align: right;">_____ (Address of landlord)</p> <p><input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and</p> <p><input type="checkbox"/> Debtor has included with this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.</p> <p><input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).</p>			

Voluntary Petition <i>(This page must be completed and filed in every case.)</i>	Name of Debtor(s): Filmed Entertainment, Inc.
Signatures	
<p style="text-align: center;">Signature(s) of Debtor(s) (Individual/Joint)</p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct.</p> <p>[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.</p> <p>[If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. § 342(b).</p> <p>I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p>X _____ Signature of Debtor</p> <p>X _____ Signature of Joint Debtor</p> <p>_____ Telephone Number (if not represented by attorney)</p> <p>_____ Date</p>	<p style="text-align: center;">Signature of a Foreign Representative</p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.</p> <p>(Check only one box.)</p> <p><input type="checkbox"/> I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. § 1515 are attached.</p> <p><input type="checkbox"/> Pursuant to 11 U.S.C. § 1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.</p> <p>X _____ (Signature of Foreign Representative)</p> <p>_____ (Printed Name of Foreign Representative)</p> <p>_____ Date</p>
<p style="text-align: center;">Signature of Attorney*</p> <p>X <u>/s/ Scott A. Griffin</u> Signature of Attorney for Debtor(s) <u>Scott A. Griffin</u> Printed Name of Attorney for Debtor(s) <u>Griffin Hamersky P.C.</u> Firm Name <u>485 Madison Avenue, 7th Floor</u> <u>New York, NY 10022</u> Address <u>(212) 710-0338</u> Telephone Number <u>08/10/2015</u> Date</p> <p><small>*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.</small></p>	<p style="text-align: center;">Signature of Non-Attorney Bankruptcy Petition Preparer</p> <p>I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.</p> <p>_____ Printed Name and title, if any, of Bankruptcy Petition Preparer</p> <p>_____ Social-Security number (If the bankruptcy petition preparer is not an individual, state the Social-Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)</p> <p>_____ Address</p> <p>X _____ Signature</p> <p>_____ Date</p> <p>Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social-Security number is provided above.</p> <p>Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual.</p> <p>If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.</p> <p><i>A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. § 110; 18 U.S.C. § 156.</i></p>
<p style="text-align: center;">Signature of Debtor (Corporation/Partnership)</p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.</p> <p>The debtor requests the relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p>X <u>/s/ Glenn Langberg</u> Signature of Authorized Individual <u>Glenn Langberg</u> Printed Name of Authorized Individual <u>Independent Director</u> Title of Authorized Individual <u>08/10/2015</u> Date</p>	

GRIFFIN HAMERSKY P.C.

485 Madison Avenue, 7th Floor
New York, New York 10022
Telephone: (212) 710-0338
Facsimile: (212) 710-0339
Scott A. Griffin
Michael D. Hamersky

Proposed Counsel for the Debtor
and Debtor in Possession

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----X
In re: : Chapter 11
: :
FILMED ENTERTAINMENT INC., :
: Case No. 15-_____()
Debtor.¹ :
: :
-----X

**CORPORATE OWNERSHIP STATEMENT PURSUANT TO
FEDERAL RULE OF BANKRUPTCY PROCEDURE 1007(a)(1)
AND LOCAL RULE OF BANKRUPTCY PROCEDURE 1007-3**

Pursuant to Rule 1007(a)(1) of the Federal Rules of Bankruptcy Procedure, and Rule 1007-3 of the Local Bankruptcy Rules for the Southern District of New York, and to enable the Judges to evaluate possible disqualifications or recusals, on behalf of Filmed Entertainment Inc. (the "Debtor"), the undersigned authorized officer represents as follows:

A. Ownership of the Debtor's Equity Interests.

1. DVD Direct Acquisition LLC owns 100% of the equity interests in the Debtor.

B. The Debtor's Ownership of Equity Securities, Partnership Interests and Joint Venture Interest.

1. The Debtor does not directly or indirectly own 10% or more of any class of equity interests in any corporation whose securities are publicly traded. The Debtor does not own an interest in any general or limited partnerships or joint ventures.

¹ The last four digits of the Debtor's federal tax identification number are 3867.

DECLARATION UNDER PENALTY OF PERJURY

I, the undersigned officer of the Debtor in this case, declare under penalty of perjury that I have reviewed the "Corporate Ownership Statement" and that it is true and correct to the best of my knowledge, information and belief, with reliance on appropriate corporate officers.

Dated: August 10, 2015

By: /s/ John Lippman
John Lippman
Title: Chief Executive Officer

GRIFFIN HAMERSKY P.C.

485 Madison Avenue, 7th Floor
New York, New York 10022
Telephone: (212) 710-0338
Facsimile: (212) 710-0339
Scott A. Griffin
Michael D. Hamersky

Proposed Counsel for the Debtor
and Debtor in Possession

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----X
In re: : Chapter 11
: :
FILMED ENTERTAINMENT INC., :
: :
Debtor.¹ : Case No. 15-_____()
: :
-----X

LIST OF 20 LARGEST UNSECURED CREDITORS²

The attached is a list of creditors holding the twenty (20) largest unsecured claims against the above-captioned debtor (the "Debtor"). This list has been prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in the Debtor's Chapter 11 case. This list does not include (a) persons who fall within the definition of "insider" set forth in 11 U.S.C. § 101(31) or (ii) secured creditors, unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 20 largest unsecured claims. The information contained herein shall not constitute an admission of liability by, nor is it binding on, the Debtor. Moreover, nothing herein shall affect any rights of the Debtor to challenge the amount or characterization of any claim at a later date.

¹ The last four digits of the debtor's federal tax identification number are 3867.

² Seven former executives of the Columbia House Company are participants under one or more of the: (i) Columbia House Company's Supplemental Executive Retirement Plan, effective January 8, 1991 (as amended from time to time); (ii) Columbia House Company's Excess Benefit and Supplemental Executive Plan, effective January 8, 1991 (as amended from time to time); and (iii) Columbia House Company's Non-Qualified Supplemental Retirement Plan, effective January 8, 1991 (as amended from time to time), (collectively, the "Supplemental Executive Plans"). These Supplemental Executive Plans were assigned to the Debtor as part of its acquisition of Columbia House Company in 2005. Based on the Debtor's books and records, it is current with respect to its payment obligations to participants under the Supplemental Executive Plans. It is anticipated that future unliquidated amounts will not be paid since the Supplemental Executive Plans will likely, by virtue of necessity, be terminated during this Chapter 11 Case.

Rank	Creditor Name	Creditor Address	Nature of debt	Whether the claim is contingent, unliquidated, disputed, partially secured or subject to setoff	Unsecured Amount
1	Pension Benefit Guaranty Corporation	1200 K Street, N.W. Washington, DC 20005-4026 Attn: Michael Strollo, Financial Analyst Corporate Finance & Restructuring Department Ph: 202-326-4000 x4907 Email: strollo.michael@pbgc.gov	Qualified Pension Contribution	Unliquidated	1,829,462
2	Bookspan LLC	2 Park Ave New York, NY 10016 Attn: Blake Orlandi Chief Operating Officer Ph: (212) 596-2248 Email: Blake.orlandi@bookspan.com	Trade		1,150,000
3	Universal Studios Home Entertainment LLC	10 Universal City Plaza, 4 th Floor Universal City, CA 91608 Attn: Jed Lackman Sr. VP, Business Affairs Ph: 818-777-4380 Email: jed.lackman@nbcuni.com	Trade		1,016,279
4	Verizon Business Network Services, Inc. on behalf of Cybertrust, Inc.	22001 Loudon County Parkway Ashburn, VA 20147 Email: notice@verizonbusiness.com	Trade	Disputed	800,000
5	Cognizant Technology Solutions U.S. Corp.	500 Frank W. Burr Blvd., Suite 50 Teaneck, NJ 07666 C/O John C. Scalzo, Esq. Reed Smith LLP 599 Lexington Avenue New York, NY 10022 Ph: (212) 521-5400 Email: jscalzo@reedsmith.com	Trade	Disputed	492,000
6	Warner Home Entertainment, Inc.	4000 Warner Blvd. Burbank, CA 91522 Attn: Michael Rweyemamu SVP Global Digital Sales Ph: (818) 977-6836 Email: Michael.Rweyemamu@warnerbros.com	Trade	Disputed	290,894

7	Lions Gate Films, Inc.	2700 Colorado Ave. Santa Monica CA 90404 Attn: Ron Schwartz EVP & General Manager Email: rschwartz@lionsgate.com	Trade		167,598
8	Paramount Home Entertainment Inc.	5555 Melrose Avenue Hollywood, CA 90038-3197 Attn: Margie Pacacha EVP, Business Affairs & Legal Email: Margie_Pacacha@Paramount.com	Trade		146,019
9	Najafi Companies	2525 E Camelback Rd, Suite 850 Phoenix, AZ 85016 Attn: Tina Rhodes-Hall Chief Financial Officer Ph: (602) 476-0604 Email: tina@najafi.com	Legal Settlement		137,500
10	The Bank of New York Mellon	BNY Mellon General Services & Corporate Real Estate P.O. Box 223457 Pittsburgh, PA 15251-2457 C/O CBRE Lease Administration 5100 Poplar Avenue, Suite 1000 Memphis, TN 38137 Attn: Nick Jamison Analyst, Portfolio Services Ph: (901) 620-3217 Fax: (901) 620-3211 Email: nick.jamison@cbre.com	Rent		127,731
11	Avalara, Inc.	100 Ravine Lane NE Suite 220 Bainbridge Island, WA 98110 Ph: (877) 780-4848 Email: AccountsReceivable@avalara.com	Trade	Disputed	115,600
12	Anchor Bay Entertainment, LLC	9242 Beverly Blvd., Suite 20 Beverly Hills, CA 90201 Attn: Dan Beaton VP of Sales Ph: (802) 879-1674 Email: dan.beaton@starz.com	Trade		96,862
13	Avaya Inc.	14400 Hertz Quail Spring Parkway Oklahoma City, OK 73134 Ph: (800) 328-7833	Trade	Disputed	79,000

14	Sony Pictures Home Entertainment, Inc.	10202 West Washington Boulevard Culver City CA 90232 Attn: Karyn Filek Executive Director, Special Market Sales Ph: (310) 244-4000 Email: Karyn_Filek@spe.sony.com	Trade		64,778
15	Equinix, Inc.	One Lagoon Drive, 4 th Fl. Redwood City, CA 94065 Ph: (650) 598-6000	Trade	Disputed	61,048
16	Level 3 Communications, LLC	1025 Eldorado Blvd. Broomfield, CO 80021 C/O Keith Lewis, Esq. Baker, Govern & Baker Inc. 7771 West Oakland Park Blvd. Suite 240 Atrium West Bldg. Ft. Lauderdale, FL 33351 Ph: (954) 749-6944 Email: klewis@bgnbusa.com	Trade	Disputed	51,000
17	RLJ Entertainment, Inc., successor-in-interest to Image Entertainment, Inc.	The Trillium – East Tower 6320 Canoga Avenue, 8 th Floor Woodland Hills, CA 91367 Attn: Jess De Leo VP, Legal & Business Affairs Ph: (818) 534-9305 Email: JDeleo@rljentertainment.com	Trade		42,265
18	Summit Distribution, LLC	1601 Cloverfield Boulevard, Suite 200 South Tower Santa Monica, CA 90404 Attn: Ron Schwartz EVP & General Manager Email: rschwartz@lionsgate.com	Trade		41,158
19	CBS Home Entertainment Inc.	1700 Broadway, 33 rd Fl. New York, NY 10019 Attn: Kenneth L. Ross EVP & General Manager Email: klross@cbs.com	Trade		36,623
20	Highwinds Network Group, Inc.	807 Morse Blvd. Ste.101 Winter Park, FL 32789 Attn: Nick Kauten West Coast Director of Strategic Partnerships Ph: (407) 215-9176 Email: nick.kauten@highwinds.com	Trade	Disputed	32,000

DECLARATION UNDER PENALTY OF PERJURY

I, the undersigned officer of the debtor in this case, declare under penalty of perjury that I have reviewed “List of 20 Largest Unsecured Creditors” and that it is true and correct to the best of my knowledge, information and belief, with reliance on appropriate corporate officers, and professional advisors.

Dated: August 10, 2015

By: /s/ John Lippman
John Lippman
Title: Chief Executive Officer

GRIFFIN HAMERSKY P.C.

485 Madison Avenue, 7th Floor
New York, New York 10022
Telephone: (212) 710-0338
Facsimile: (212) 710-0339
Scott A. Griffin
Michael D. Hamersky

Proposed Counsel for the Debtor
and Debtor in Possession

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X
In re: : Chapter 11
: :
FILMED ENTERTAINMENT INC., :
: Case No. 15-_____()
Debtor.¹ :
: :
-----X

LIST OF CREDITORS

The attached is a list of creditors of the above-captioned debtor (the “Debtor”). This list has been prepared in accordance with 521(a)(1) of title 11 of the United States Code. The information contained herein shall not constitute an admission of liability by, nor is it binding on, the Debtor. Moreover, nothing herein shall affect any rights of the Debtor to challenge the amount or characterization of any claim at a later date. Additionally, the list of creditors will contain only those creditors whose names and addresses were maintained in the Debtor’s database or were otherwise ascertainable by the Debtor prior to the commencement of this case. The schedules of liabilities to be filed subsequently should be consulted for a list of the Debtor’s creditors that is comprehensive and current as of the date of the commencement of this case.

DECLARATION UNDER PENALTY OF PERJURY

I, the undersigned officer of the debtor in this case, declare under penalty of perjury that I have reviewed “List of Creditors” and that it is true and correct to the best of my knowledge, information and belief, with reliance on appropriate corporate officers and professional advisors.

Dated: August 10, 2015

/s/ John Lippman
By: John Lippman
Title: Chief Executive Officer

¹ The last four digits of the debtor’s federal tax identification number are 3867.

Name	Address1	Address2	Address3	Address4	City	State	PostalCode	Country
A&E Home Video	250 Harbor Drive				Stamford	CT	06902-0000	
ACORN MEDIA	8515 Georgia Avenue; Suite 650				Silver Spring	MD	20910	
Acorn Media Publishing, Inc.	8515 Georgia Ave. Ste. 650				Silver Springs	MD	20910	
American Litho, Inc.	Dept. 4106				Carol Stream	IL	60122-4106	
ANCHOR BAY	2950 N. Hollywood Way				Burbank	CA	91505	
ANCHOR BAY ENTERTAINMENT	2401 W Big Beaver, Suite 200				Troy	MI	48084	
Anchor Bay Entertainment, LLC	Attn: Dan Beaton, VP of Sales	9242 Beverly Blvd.	Suite 20		Beverly Hills	CA	90201	
Aon Consulting, Inc.	Aon Consulting, Inc.	PO Box 95135			Chicago	IL	60694-5138	
Arraya	523 Plymouth Road, Suite 212				Plymouth Meeting	PA	19462	
Arvato Systems	An Der Autobahn 20 33333				Guetersloh			Germany
Avalara	Dept. CH 16781				Palatine	IL	60055-6781	
Avalara, Inc.	100 Ravine Lane NE		Suite 220		Bainbridge Island	WA	98110	
Avaya	PO BOX 5125				Carol Stream	IL	60197-5125	
Avaya Inc.	14400 Hertz Quail Spring Parkway				Oklahoma City	OK	73134	
BAKER & TAYLOR ENTERTAINMENT	PO Box 277938				Atlanta	GA	30384	
Baker & Taylor	P.O. Box 277938				Atlanta	GA	30384-7930	
Ballard Spahr LLP	1735 Market Street, 51 st Fl				Philadelphia	PA	19103-7599	
Bertelsmann, Inc.	1745 Broadway, 7th Floor				New York	NY	10019	
BestWay Parcel Services, LLC	3105 Gadsden St.				Alpharetta	GA	30022	
Better Business Bureau	PO Box 325				Hershey	PA	17033-0325	
Bookspan LLC	Attn: Blake Orlandi, Chief Operating Officer	2 Park Ave			New York	NY	10016	
BRANN & ISAACSON	P O BOX 3070				LEWISTON	ME	04243-3070	
Buchanan Ingersoll & Rooney PC	301 Grant Street				Pittsburgh	PA	15219	
Canon Financial Services Inc	14904 Collections Center Drive				Chicago	IL	60693-0149	
Canon Solutions America, Inc.	12379 Collections Center Dr.				Chicago	IL	60693	
CBS ENTERTAINMENT	51 West 52nd Street 34th Fl				New York	NY	10036	
CBS Entertainment Division	51 W. 52nd Street				New York	NY	10019-6188	
CBS Home Entertainment Inc.	Attn: Kenneth L. Ross, EVP & General Manager	1700 Broadway	33rd Floor		New York	NY	10019	
CDS Global, Inc.	PO Box 360				Des Moines	IA	50302	
CH ROBINSON WORLDWIDE INC (ABH	PO BOX 9121				MINNEAPOLIS	MN	55480-9121	
Cognizant	24721 Network Place				Chicago	IL	60673-1247	
Cognizant Technology Solutions U.S. Corp.	500 Frank W. Burr Blvd.		Suite 50		Teaneck	NJ	07666	
Cognizant Technology Solutions U.S. Corp.	C/O John C. Scalzo, Esq.	Reed Smith LLP	599 Lexington Avenue		New York	NY	10022	
Conway Freight	Conway Freight	2211 Old Earhart Road Suite 100			Ann Arbor	MI	48105-2751	
CT Corp.	Attn: Chet Singh	P.O. Box 4349			Carol Stream	IL	60197-4349	
Design Distributors, Inc.	300 Marcus Blvd.				Deer Park	NY	11729	
Direct Service Transport, Inc	1100 North Concord Street South				St. Paul	MN	55075	
DIA Piper LLP	1201 N. Market Street	21st Floor			Wilmington	DE	19801-3046	
DR.GEOFFREY WAWRO	4672 SOUTHERN AVENUE				DALLAS	TX	75209	
Empire HealthChoice Assurance, Inc	120 Monument Circle				Indianapolis	IN	46204	
Envelopes & Forms, Inc.	2505 Meadowbrook Pkwy				Duluth	GA	30096	
Equinix	4252 Solutions Center				Chicago	IL	60677-4002	
Equinix, Inc.	Attn: Constance Oberle Geoghan, Esq.	One Lagoon Drive, 4th Fl.			Redwood City	CA	94065	
EverBank Commercial Finance, I	PO Box 911608				Denver	CO	80291-1608	
Fred Whitkanack	Redacted	Redacted	Redacted	Redacted	Redacted	Redacted	Redacted	Redacted
FUNIMATION	1200 Lakeside Parkway, Building 1				Flower Mount	TX	75028	
Funimation Productions Ltd	PO Box 674268				Dallas	TX	75267-4268	
Funimation Productions, Ltd	1200 Lakeside Pkwy Bldg. 1				Flower Mound	TX	75025	
Gaiam Americas, Inc.	Department 1384				Denver	CO	80291-1384	
GERHARD WEINBERG	1416 MOUNT WILLING RD				EFLAND	NC	27243-9646	
Global Crossings Telecommunica	PO Box 790407				St. Louis	MO	63179-0407	
GREEN APPLE		123 NW 13th Street, Suite 206			Boca Raton	FL	33432	
Green Apple Entertainment, Inc	129 NW 13th Street, Suite 17				Boca Raton	FL	33432	
GRL Capital Advisors, LLC	P.O. Box 33				South River	NJ	08882-0000	
Harlan Postmaster / Harlan Pos	1209 7th Street				Harlan	IA	51537	
Hauppauge Business Systems, LL	Hauppauge Business Systems	LL 7 Marwood Drive			Hauppauge	NY	11788	
HCL America, Inc.	HCL America, Inc. PO Box 5123				Carol Stream	IL	60197-5123	
HEARST/ABC/NBC - A & E	959 EIGHTH AVENUE				NEW YORK	NY	10019	
Highwinds	Highwinds 807 . Morse Blvd. Ste.101				Winter Park	FL	32789	
Highwinds Network Group	807 . Morse Blvd. Ste.101				Winter Park	FL	32789	
Highwinds Network Group, Inc.	Attn: Nick Kauten, West Coast Director of Strategic Partnerships	807 Morse Blvd.	Ste.101		Winter Park	FL	32789	
IMAGE ENTERTAINMENT	243 Keller Cir				Folsom	CA	95630	
Image Entertainment Inc	6320 Canoga Avenue 8th Floor				Woodland Hills	CA	91367	
Innerworkings Inc.	Att: Accounts Receivable	P.O. Box 842426			Boston	MA	02284-2426	
INTELLIPRINT SOLUTIONS, INC.	3930 CHAMBERS HILL ROAD				HARRISBURG	PA	17111	
Internal Revenue Service	Centralized Insolvency Operation	2970 Market St.			Philadelphia	PA	19104-5016	
Internal Revenue Service	Centralized Insolvency Operation	P.O. Box 7346			Philadelphia	PA	19101-7346	

Name	Address1	Address2	Address3	Address4	City	State	PostalCode	Country
Internet Video Archive	207 White Horse Pike				Haddon Heights	NJ	08035-0000	
Jadcore Incorporated	300 N. Fruitridge Ave, Suite A				Terre Haute	IN	47803	
JOHN MAJOR	Redacted				Redacted	Redacted	Redacted	
King World Corp	1700 Broadway - 33rd Floor				New York	NY	10019	
Leaf Commercial Capital Inc.	Leaf Capital Funding LLC	PO Box 644006			Cincinnati	OH	45264-4006	
Leslie Digital Imaging, LLC	dba LDI / Color Toolbox	50 Jericho Quadrangle Ste. 115			Jericho	NY	11753	
Level 3	PO Box 790407				St. Louis	MO	63179-0407	
Level 3 Communications, LLC	1025 Eldorado Blvd.				Broomfield	CO	80021	
Level 3 Communications, LLC	C/O Keith Lewis, Esq., Baker, Govern & Baker Inc.	7771 West Oakland Park Blvd., Suite 240	Atrium West Bldg.		Ft. Lauderdale	FL	33351	
LIGHT YEAR ENT	LIGHT YEAR ENT	13739 N. Chandler Blvd			Sherman Oaks	CA	91401	
Lightyear Entertainment	4011 Alcove Avenue				Studio City	CA	91604	
LIONS GATE FILMS	2700 Colorado Ave.				Santa Monica	CA	90404	
Lions Gate Films, Inc.	Attn: Ron Schwartz, EVP & General Manager	2700 Colorado Ave.			Santa Monica	CA	90404	
Lionsgate Home Entertainment	2700 Colorado Ave.				Santa Monica	CA	90404-3521	
LUCAS A. POWE, JR.	UNIV. OF TEXAS LAW SCHOOL LUCAS A. POWE, JR.	727 26TH ST.			AUSTIN	TX	78705	
MackayMitchell Envelope Co.	P O Box 86, SDS 12-0324				Minneapolis	MN	55414	
Maverick Entertainment Group,	1191 E. Newport Center Dr, Ste 210				Deerfield Beach	FL	33442	
Maverick Entertainment Inc	1191 E Newport Center Dr	Suite 210			Deerfield Beach	FL	33442	
MAVERICK SOFTWARE	1191 East Newport Center Drive				Deerfield Beach	FL	33442	
Max Pinkerton	Redacted	Redacted	Redacted	Redacted	Redacted	Redacted	Redacted	Redacted
McCarter & English, LLP	4 Gateway Center	100 Mulberry St.			Newark	NJ	07102-0652	
MCNEES, WALLACE & NURICK, LLC	C/O KAREN SWARINGEN	PO BOX 1166			HARRISBURG	PA	17108-1166	
Mercantile Adjustment Bureau	165 Lawrence Bell Drive, Suite 100				Williamsville	NY	14221	
Metavante	Attn: Bill Payment Center	PO Box 4544			Carol Stream	IL	60197	
Microsoft	P.O Box 842103				Dallas	TX	75284-2103	
MILLENNIUM	52 BOLWARRA ROAD				ELANORA HEIGHTS	NSW 02101		Australia
Millennium Media Services	5900 Wilshire Blvd 18th Floor				Los Angeles	CA	90036	
Millennium Media Services	ALCHEMY	5900 Wilshire Blvd 18th Floor			Los Angeles	CA	90036	
MPI HOME VIDEO INC.	16101 South 108th Ave				Orland Park	IL	60462	
MPI Media Group	16101 South 108th Avenue				Orland Park	IL	60467	
Najafi Companies	Attn: Tina Rhodes-Hall, Chief Financial Officer	2525 E Camelback Rd,	Suite 850		Phoenix	AZ	85016	
NBCUniversal, LLC	dba Universal Studios Home Ent	12563 Collections Center Dr.			Chicago	IL	60693	
Neustar	P.O. Box 277833				Atlanta	GA	30384	
NEW VIDEO GROUP	902 Broadway, 9th Floor				New York	NY	10010	
New York Attorney General	Attn: Bankruptcy Dept	Department of Law		The Capitol 2nd Floor	Albany	NY	12224-0341	
NIGHTOWL DISCOVERY, INC.	724 NORTH FIRST STREET				Minneapolis	MN	55401	
Norman McQueen	Redacted	Redacted	Redacted	Redacted	Redacted	Redacted	Redacted	Redacted
NYC DEPARTMENT OF FINANCE	PO BOX 3644				New York	NY	10008	
OLD DOMINION FREIGHT LINE INC	OLD DOMINION FREIGHT LINE INC	P.O Box 742296			Los Angeles	CA	90074-2296	
Olive Films	1528 West Adams Street, #1				Chicago	IL	60607	
Oracle America, Inc.	P.O. Box 203448				Dallas	TX	75320-3448	
OUR ALCHEMY, LLC	5900 WILSHIRE BLVD	18TH FLOOR			Los Angeles	CA	90036	
Paramount Home Entertainment Inc.	Attn: Margie Pacacha, EVP, Business Affairs & Legal	5555 Melrose Avenue			Hollywood	CA	90038-3197	
PARAMOUNT HOME VIDEO	PO Box 70650				Chicago	IL	60673-0650	
Paramount Pictures Corporation	555 Melrose Ave.				Hollywood	CA	90038	
Paymentech, INC	4 Northeastern Blvd				Salem	NH	03079-0000	
PCI Group, Inc.	P.O Box 566				Pineville	NC	28134-0566	
Pennsylvania Department of Rev	Board of Appeals	PO Box 281021			Harrisburg	PA	17128-1021	
Pension Benefit Guaranty Corporation	Attn: Michael Strollo	Corporate Finance & Restructuring Department	1200 K Street, N.W.		Washington	DC	20005-4026	
PITNEY BOWES CREDIT CORPORATIO	2225 AMERICAN DRIVE				NEENAH	WI	54956-1005	
PITT OHIO EXPRESS, LLC	PO BOX 643271				PITTSBURGH	PA	15264-3271	
Pricewaterhousecoopers LLP	Pricewaterhousecoopers LLP	4040 W Boy Scout Boulevard			Tampa	FL	33607	
Pro Thomas Martin	10 Lakeview Circle				Sutton	MA	01590-0000	
PROF. DENNIS SHOWALTER	COLORADO COLLEGE, DEPT OF HISTORY				COLORADO SPRINGS	CO	80903	
PROF. GENE R. GARTHWAITE	DARTMOUTH COLLEGE, DEPT OF HISTORY				HANOVER	NH	03755-0000	
PROF. JEREMY RUTTER	307 REED HALL				HANOVER	NH	03755-0000	
PROF. MARTIN MILLER	DUKE UNIVERSITY	226 CARR BUILDING, DEPT OF HISTORY			DURHAM	NC	27708-0719	
PROF. PETER WINN	315 WEST 106TH ST,APT 10C				NEW YORK	NY	10025	
PROF. SANFORD LEVINSON	UNIV. OF TEXAS LAW SCHOOL	727 26TH ST.			AUSTIN	TX	78705	
R.H CRAWFORD INC	341 MOULSTOWN ROAD				HANOVER	PA	17331	
Ralph Colin, Jr.	Redacted	Redacted	Redacted	Redacted	Redacted	Redacted	Redacted	Redacted
Relationship Science LLC	P.O Box 347989				Pittsburgh	PA	15251-4989	
Richard Wolter	Redacted	Redacted	Redacted	Redacted	Redacted	Redacted	Redacted	Redacted
RLJ Entertainment, Inc., successor-in-interest to Image Entertainment, Inc.	Attn: Jess De Leo, VP, Legal & Business Affairs	The Trillium - East Tower, 6320 Canoga Avenue	8th Floor		Woodland Hills	CA	91367	
ROBERT A DOUGHTY, BRIG GEN RET	1804 WILLIAMS AVE				NATCHITOCHE	LA	71457	
RR Donnelley	PNC Bank	P.O. Box 932721			Cleveland	OH	44193-2721	

Name	Address1	Address2	Address3	Address4	City	State	PostalCode	Country
Screen Media Ventures, LLC	757 Third Ave. 3rd Floor				New York	NY	10017	
Senior Midwest Direct, Inc.	dba Jetson mailer Drawer # 1964	P.O. Box 5935			Troy	MI	48007-5935	
Sharon Kuroi	Redacted	Redacted	Redacted	Redacted	Redacted	Redacted	Redacted	Redacted
Skadden, Arps, Slate, Meagher&	P.O. Box 1764				White Plains	NY	10602	
SONY PICTURES	10202 West Washington Boulevard				Culver City	CA	90232	
Sony Pictures Home Entertainme	c/o Mellon Bank Sony Pictures Home Entertainme	Po Box 120001	Department 0648		Dallas	TX	75312-0648	
Sony Pictures Home Entertainment, Inc.	Attn: Karyn Filek, Executive Director, Special Market Sales	10202 West Washington Boulevard			Culver City	CA	90232	
Source HOV	PO Box 142589	Drawer 9092			Irving	TX	75014	
Spantech Software, Inc.	PO Box 222				Kendall Park	NJ	08824-0000	
State of New Jersey	Division of Taxation	PO Box 193			Trenton	NJ	08646-0193	
State of New Jersey	Division of Taxation	PO Box 666			Trenton	NJ	08646-0666	
Steven M. Hayes P.C.	112 Madison Avenue				New York	NY	10016	
Summit Distribution, LLC	Attn: Ron Schwartz, EVP & General Manager	1601 Cloverfield Boulevard	Suite 200 South Tower		Santa Monica	CA	90404	
SUMMIT ENTERTAINMENT	1601 Cloverfield Boulevard, Suite 2				Santa Monica	CA	90404	
TENNESSEE DEPARTMENT OF REVENUE	PO BOX 190665				NASHVILLE	TN	37219	
The Bank of New York Mellon	Attn: Nick Jamison, Analyst, Portfolio Services	C/O CBRE Lease Administration	5100 Poplar Avenue, Suite 1000		Memphis	TN	38137	
The Bank of New York Mellon	BNY Mellon General Services & Corporate Real Estate	P.O. Box 223457			Pittsburgh	PA	15251-2457	
The Bank of New York Mellon	c/ BNY Mellon General Services	PO Box 223457			Pittsburgh	PA	15251-2457	
The Receivable Management Serv	P.O Box 951762				Cleveland	OH	44193	
The United Telephone Co. of PA	dba Centurylink	PO Box 1319			Charlotte	NC	28201-1319	
Togut, Segal & Segal LLP	One Pen Plaza Suite 3335				New York	NY	10119	
Totally Awesome Warehouse	Totally Awesome Warehouse 501 Ridge Ave				Hanover	PA	17331	
Twentieth Century Fox	MGM	PO Box 402665			Atlanta	GA	30384-2665	
Twentieth Century Fox Home Ent	Anchor Bay	P.O. Box 402665			Atlanta	GA	30384-2665	
Twentieth Century Fox Home Ent	Artisan	P O BOX 402665			Atlanta	GA	30384-2665	
Twin Cities Logistics I, Inc.	785 20th St. , PO Box 269				Newport	MN	55055-0269	
United Envelope LLC	65 Railroad Avenue				Ridgefield	NJ	07657-0000	
United States Trustee SDNY	Attn: Andrea Schwartz	US Federal Office Building	201 Varick St. Ste. 1006		New York	NY	10014	
Universal - Special	Bank of America	12563 Collections Center Drive			Chicago	IL	60693	
UNIVERSAL (MCA)	100 Universal City Plaza				Universal City	CA	91608	
Universal Studios Home Ent.	Paramount	10 Universal City Plaza			Universal City	CA	91608	
Universal Studios Home Entertainment LLC	100 Universal City Plaza				Los Angeles	CA	91608-1002	
Universal Studios Home Entertainment LLC	Attn: Jed Lackman, Sr. VP, Business Affairs	100 Universal City Plaza	4th Floor		Universal City	CA	91608	
US Attorney for Southern District of New York	Attn: Bankruptcy Division	86 Chambers St. 3rd Floor			New York	NY	10007	
USPS	P.O. Box 21666				Eagan	MN	55121	
USPS DISBURSING OFFICER	PO BOX 21666				EAGAN	MN	55121-0666	
Valerie Christian	Redacted	Redacted	Redacted	Redacted	Redacted	Redacted	Redacted	Redacted
Valid USA, Inc.	DBA: Automated Presort USA	1400 Centre Circle Drive			Downers Grove	IL	60515	
Verification Services Inc.	808 S. Dixie Highway				Hollywood	FL	33020	
Verizon	P.O. Box 28000				Lehigh Valley	PA	18002-8000	
Verizon Business	Verizon Business	PO Box 660794			Dallas	TX	75266-0794	
Verizon Business Network Services, Inc. on behalf of Cybertrust, Inc.	Attn: General Counsel	22001 Loudon County Parkway			Ashburn	VA	20147	
VIRGIL FILMS (formerly kn	407 Broome Street	Suite 6A			New York	NY	10013	
Virgil Films and Entertainment	403 Broome St., 6 Fl				New York	NY	10013	
Virgil Films and Entertainment	Formerly Arts Alliance	403 Broome Street, Suite 6A			New York	NY	10013	
Waller Lansden Dortch & Davis, LLP	511 Union Street, Suite 2700				Nashville	TN	37219	
Warner Home Entertainment, Inc.	Attn: Michael Rweyemamu, SVP Global Digital Sales	4000 Warner Blvd.			Burbank	CA	91522	
WARNER HOME VIDEO	4000 West Alameda Rm. 4041				Burbank	CA	91502	
Warner Home Video Inc.	Warner Home Video Inc.	Dept. CH 10255			Palatine	IL	60055-0255	
WILLIAM C. DAVIS	PO Box 986				Blacksburg	VA	24063	
William Ostroff	Redacted	Redacted	Redacted	Redacted	Redacted	Redacted	Redacted	Redacted
Wooden & McLaughlin LLP	Wooden & McLaughlin LLP	One Indiana Square, Suite 1800			Indianapolis	IN	46204-4208	
XO Communications Services, Inc.	14239 Collections Center Drive				Chicago	IL	60693	
YVONNE IKE, ATTORNEY AT LAW	751 FRANKLIN AVE	APT 146			Brooklyn	NY	11238	

GRIFFIN HAMERSKY P.C.

485 Madison Avenue, 7th Floor
New York, New York 10022
Telephone: (212) 710-0338
Facsimile: (212) 710-0339
Scott A. Griffin
Michael D. Hamersky

Proposed Counsel for the Debtor
and Debtor in Possession

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X
In re: : Chapter 11
: :
FILMED ENTERTAINMENT INC., :
: :
Debtor.¹ : Case No. 15-_____()
: :
-----X

**LIST OF EQUITY SECURITY HOLDERS PURSUANT
TO RULE 1007(a)(3) OF THE FEDERAL RULES OF BANKRUPTCY PROCEDURE**

Name and Last Known Address of Equity Interest Holder	Kind of Interest	Number of Interests Held
DVD Direct Acquisition LLC 2 Park Avenue, 10th Floor New York, New York 10016	Equity Interest (Capital Stock)	100%

DECLARATION UNDER PENALTY OF PERJURY

I, the undersigned officer of the debtor in this case, declare under penalty of perjury that I have reviewed the "List of Equity Security Holders Pursuant to Rule 1007(a)(3) of the Federal Rules of Bankruptcy Procedure" and that it is true and correct to the best of my knowledge, information and belief, with reliance on appropriate corporate officers.

Dated: August 10, 2015

By: /s/ John Lippman
John Lippman
Title: Chief Executive Officer

¹ The last four digits of the debtor's federal tax identification number are 3867.

**ACTION BY UNANIMOUS CONSENT OF
THE BOARD OF DIRECTORS OF
FILMED ENTERTAINMENT INC.
DATED AS OF AUGUST 10, 2015**

The undersigned, Glenn Langberg (“Langberg”) and John Lippman, being all of the members of the Board of Directors (the “Board”) of Filmed Entertainment Inc., a Delaware corporation (the “Corporation”), acting pursuant to and in accordance with the laws of the state of Delaware, the Certificate of Incorporation and Bylaws of the Corporation, hereby consent to, adopt and approve the following resolutions:

WHEREAS, the Board has reviewed the materials presented by the management and the legal and financial advisors of the Corporation regarding the liabilities and liquidity situation of the Corporation, and the impact of the foregoing on the Corporation’s business, and the strategic alternatives available to the Corporation; and

WHEREAS, the Board has had the opportunity to consult with the management and the legal and financial advisors of the Corporation and fully consider each of the strategic alternatives available to the Corporation.

I. Voluntary Petition Under the Provisions of Chapter 11 of Title 11 of the United States Code

NOW, THEREFORE, BE IT RESOLVED, that in the judgment of the Board, it is desirable and in the best interests of the Corporation, its creditors and other parties in interest, that the Corporation file or cause to be filed a voluntary petition for relief (the “Chapter 11 Case”) under the provisions of chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”); and be it

FURTHER RESOLVED, Langberg, an independent member of the Board acting alone or with one or more of the executive officers of the Corporation (collectively, the “Authorized Officers”, and together with Langberg, the “Authorized Parties”), are, authorized, empowered, and directed to execute and file, on behalf of the Corporation, all petitions, schedules, lists and other motions, papers or documents, and to take any and all action that they deem necessary or proper to obtain such relief, including, without limitation, any action necessary to maintain the ordinary course operation of the Corporation’s business; and be it

FURTHER RESOLVED, that the Authorized Parties be, and they hereby are, authorized and directed to employ the law firm of Griffin Hamersky P.C. as general bankruptcy counsel to represent and assist the Corporation in carrying out its duties under the Bankruptcy Code, and to take any and all, actions to advance the Corporation’s rights and obligations, including filing any pleadings; and in connection therewith, the Authorized Parties are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon filing of the Chapter 11 Case and cause to be filed an appropriate application for authority to retain the services of Griffin Hamersky P.C.; and be it

FURTHER RESOLVED, that the Authorized Parties be, and they hereby are, authorized and directed to employ any other professionals to assist the Corporation in carrying out its duties under the Bankruptcy Code; and in connection therewith, the Authorized Parties are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to or immediately upon the filing of the Chapter 11 Case and cause to be filed an appropriate application for authority to retain the services of any other professionals as necessary.

II. Further Actions and Prior Actions

FURTHER RESOLVED, that in addition to the specific authorizations heretofore conferred upon the Authorized Parties, each of the Authorized Parties or their designees shall be, and each of them, acting alone, hereby is, authorized, empowered, and directed, in the name of, and on behalf of, the Corporation, to take or cause to be taken any and all such further actions, to execute and deliver any and all such agreements, certificates, instruments and other documents and to pay all expenses, including filing fees, in each case as in such officer or officers' judgment shall be necessary or desirable to fully carry out the intent and accomplish the purposes of the resolutions adopted herein; and be it

FURTHER RESOLVED, that all acts, actions and transactions relating to the matters contemplated by the foregoing resolutions done in the name of and on behalf of the Corporation, which acts would have been approved by the foregoing resolutions except that such acts were taken before the adoption of these resolutions, are hereby in all respects approved and ratified as the true acts and deeds of the Corporation with the same force and effect as if each such act, transaction, agreement or certificate had been specifically authorized in advance by resolution of the Board of the Corporation and that the Authorized Party did execute the same.

IN WITNESS WHEREOF, the undersigned constituting the entire Board of Directors of the Corporation have executed this Written Consent effective as of the date first set forth above.

/s/ Glenn Langberg
Glenn Langberg, Director

/s/ John Lippman
John Lippman, Chief Executive Officer